

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

**WINSTAR HOLDINGS LLC and  
IDT CORP.,**

*Plaintiffs,*

**- against -**

**THE BLACKSTONE GROUP L.P.;  
IMPALA PARTNERS, LLC; and  
CITICORP,**

*Defendants.*

**Case No.: 07 CV 4634 (GEL)(AJP)  
ECF Case**

**DECLARATION OF DAVID S. FLUGMAN**

David S. Flugman, pursuant to 28 U.S.C. § 1746, declares under penalty of perjury that the following is true and correct:

1. I am an associate of the law firm Kirkland & Ellis LLP, attorneys for Defendant The Blackstone Group LP (“Blackstone”). I am fully familiar with all of the matters set forth in this declaration either from personal knowledge or from my review of the file in this matter. I submit this declaration in further support of Defendant’s Joint Motion to Transfer Venue to the United States District Court for the District of Delaware.

2. Attached hereto as Exhibit A is a true and correct copy of the Asset Purchase Agreement among IDT Winstar Acquisition, Inc., Winstar Communications, Inc. and certain of its subsidiaries dated December 18, 2001.

3. Attached hereto as Exhibit B is a true and correct copy of the Order authorizing the sale of Winstar’s business assets and approving the Asset Purchase Agreement entered by the Bankruptcy Court for the District of Delaware on December 19, 2001.

4. Attached hereto as Exhibit C is a true and correct copy of excerpts from the case docket of *In re Winstar Communications, Inc.*, Case No. 01-1430 (KJC), currently pending in the United States Bankruptcy Court for the District of Delaware.

5. Attached hereto as Exhibit D is a true and correct copy of the Blackstone Retention Agreement and the Indemnification Agreement attached thereto as Attachment A

dated July 26, 2001 between Blackstone, Winstar Communications Inc., Winstar Wireless, Inc., and their affiliates (“Winstar” or the “Debtors”) that were debtors in possession in the pending bankruptcy case in the Delaware Bankruptcy Court.

6. Attached hereto as Exhibit E is a true and correct copy of a letter from counsel for Blackstone dated July 4, 2007 addressed to Christine Shubert, the Debtors’ Trustee, and notifying her pursuant to the Retention Agreement of Blackstone’s intention to seek indemnification from the Debtors for all expenses connected to the instant litigation.

7. Attached hereto as Exhibit F is a true and correct copy of the Impala Retention Agreement and the Indemnification Agreement attached thereto as Attachment A dated July 2, 2001 and amended August 29, 2001 between Impala Partners and LLC, Winstar Communications Inc.,.

I declare under penalty of perjury that the foregoing is true and correct.

s/ David S. Flugman

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Dated: New York, New York  
June 21, 2007

David S. Flugman

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The Blackstone Group L.P.*